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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY COMPANY

Huntington Institute, L.L.C.

Certificate of Status	1
Certified Copy	0
Page Count	04
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**ARTICLES OF ORGANIZATION OF
HUNTINGTON INSTITUTE, L.L.C.**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is:

Huntington Institute, L.L.C.

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o Ray Dobbs
4254 West Lake Drive
Austin, TX 78746

Article III — Registered Agent, Registered Office and Registered Agent's Signature

The name and the Florida street address of the initial registered agent are:

Corporate Creations
941 Fourth Street
Miami Beach, FL 33139

Article IV — Management:

The Limited Liability Company is to be managed by a manager or managers and therefore, a manager-managed company.

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AND
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Article V - Managing Members

The name and address of each Managing Members are as follows:

<u>Name and Address</u>	<u>Ownership Percentage</u>
Patricia Hough c/o Educational Information Consultants, Inc. Post Office Box 386 Gardner, MA 01440	12.5%
David Frederick c/o Educational Information Consultants, Inc. Post Office Box 386 Gardner, MA 01440	12.5%
Mark Van Cura c/o Ray Dobbs 4254 West Lake Drive Austin, TX 78746	25%
D. Bradford Anderson c/o Ray Dobbs 4254 West Lake Drive Austin, TX 78746	25%
Ray Dobbs 4254 West Lake Drive Austin, TX 78746	25%

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Article VI -- Effective Date:

The effective date of these articles of organization shall be the date upon which they are filed.

Article VII - Limitation on Agency Authority of Members:

Pursuant to section 608.4235 of the Florida Limited Company Act, no member of the

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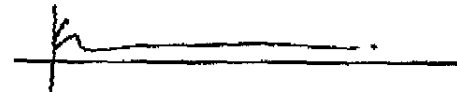
Company shall be an agent of the company solely by virtue of being a member.

Article VIII - Operating Agreement

Any Operating Agreement (as defined in Section 608.402(24) of the Act), relating to this Limited Liability Company, must be in writing and signed by all of the members.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 15 day of July, 2003.

representative


Signature of authorized

(In accordance with section 608.408(3), Florida Statutes, the execution of this change constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

KARLA SARRIA as atty in fact
Raj Dobbs, Mgr.
Typed or printed name of signer

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

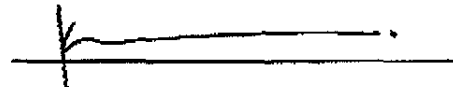
I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

(In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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Signature of Registered Agent

KARLA SARKIA
VP, Corporate Creations Intl.
Typed or printed name of signee

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